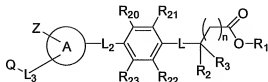


Listing of Claims:

Claim 1. (Currently Amended) A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein,

n is 0, 1, 2, or 3;

each R₁ is independently H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, or C₃-C₆ alkenyl;

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-C(O)NH₂, -(C₁-C₄) alkyl-C(O)NH(C₁-C₄)alkyl, -(C₁-C₄) alkyl-C(O)N(C₁-C₄)alkyl(C₁-C₄)alkyl, -(C₁-C₄) alkyl-S(O)_b-(C₁-C₄) alkyl, (C₁-C₄) hydroxyalkyl, -(C₁-C₄) alkyl-heterocycloalkyl, or -(C₁-C₄) alkyl-heteroaryl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, -SO₂-(C₁-C₄) alkyl, C₁-C₄ haloalkyl, or C₁-C₄ haloalkoxy; wherein b is 0, 1, or 2;

R₃ is H or -CO₂R₁,

R₂₀, R₂₁, R₂₂, and R₂₃ are independently selected from H, arylalkoxy, arylalkyl, halogen, alkyl, OH, alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, NH-aryl, -N(C₁-C₄)alkylC(O)aryl, -NHC(O)aryl, NHarylalkyl, NHC(O)-(C₁-C₄)alkyl-aryl, N(C₁-C₄)alkylC(O)-(C₁-C₄)alkyl-aryl, N(C₁-C₄)alkyl-aryl, -NHSO₂-aryl, -N(C₁-C₄)alkylSO₂aryl, or -N(C₁-C₄)alkylarylalkyl, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, haloalkyl, haloalkoxy;

L is $\text{-SO}_2\text{NH-}$, or $\text{-SO}_2\text{N}(\text{C}_1\text{-C}_4)\text{ alkyl-}$, ~~$\text{-NHSO}_2\text{-}$~~ , ~~-O-~~ , ~~-C(O)NH-~~ ,
 ~~$\text{-C(O)N}(\text{C}_1\text{-C}_4)\text{ alkyl-}$~~ , ~~$\text{-SO}_2\text{-}$~~ , ~~$\text{-C(O)-}$~~ ~~$(\text{C}_1\text{-C}_4)\text{ alkyl-}$~~ , ~~$(\text{C}_1\text{-C}_4)\text{ alkyl-}$~~
 ~~-C(O)-~~ , ~~-NH-~~ , ~~$\text{-N}(\text{C}_1\text{-C}_4)\text{ alkyl-}$~~ , wherein the alkyl group
 is optionally substituted with phenyl, which is optionally
 substituted with 1, 2, 3, or 4 groups that are
 independently $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_6$ alkoxy, halogen, OH, NO_2 ,
 haloalkyl, or haloalkoxy;

L_2 is a bond;

L_3 is a bond;

the A ring is thiazolyl, pyrazolyl, furanyl, dihydropyrazolyl,
 benzofuranyl, dibenzofuranyl, pyrimidyl, pyridyl,
 quinolinyl, ~~naphthyl~~, quinazolinyl, benzo[b]thiophene,
 imidazolyl, isothiazolyl, pyrrolyl, oxazolyl, triazolyl,
 each of which is optionally substituted with 1, 2, or 3
 groups that are independently, halogen, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_4$
 alkoxy, $\text{C}_1\text{-C}_6$ alkoxycarbonyl, haloalkyl, haloalkoxy, NO_2 ,
 CN, NH_2 , $\text{NH}(\text{C}_1\text{-C}_6)\text{ alkyl}$, $\text{N}(\text{C}_1\text{-C}_6)\text{ alkyl}$ $(\text{C}_1\text{-C}_6)\text{ alkyl}$;

Q is ~~H-aryl~~, aryl, -aryl-carbonyl-aryl, -aryl-alkyl-aryl, -
 aryl-heteroaryl, -aryl-heterocycloalkyl, -heteroaryl,
 -heteroaryl-alkyl-aryl, or -heterocycloalkyl, wherein the
 aforementioned cyclic groups are optionally substituted
 with 1, 2, 3, 4, or 5 groups that are independently
 alkoxycarbonyl, $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_6$ alkoxy, halogen,
 haloalkyl, haloalkoxy, NR_6R_7 , or phenyl; wherein

R_6 and R_7 are independently H, $\text{C}_1\text{-C}_6$ alkyl, aryl $(\text{C}_1\text{-C}_6)\text{ alkyl}$,
 alkanoyl, arylalkanoyl, alkoxycarbonyl,
 arylalkoxycarbonyl, heteroarylcarbonyl, heteroaryl,
 heterocycloalkylcarbonyl, -C(O)NH_2 , $\text{-C(O)NH}(\text{C}_1\text{-C}_6)\text{ alkyl}$,
 $\text{-C(O)N}(\text{C}_1\text{-C}_6)\text{ alkyl}(\text{C}_1\text{-C}_6)\text{ alkyl}$, or $\text{-SO}_2\text{-aryl}$,
 wherein the cyclic groups are optionally substituted
 with 1, 2, 3, or 4 groups that are independently
 halogen, $\text{C}_1\text{-C}_4$ alkyl, $\text{C}_1\text{-C}_4$ alkoxy, NO_2 , OH, NH_2 , $\text{NH}(\text{C}_1\text{-C}_6)\text{ alkyl}$,

C₆ alkyl, N(C₁-C₆) alkyl (C₁-C₆) alkyl, haloalkyl or haloalkoxy, and

Z is ~~NHC(O)aryl, N(C₁-C₄ alkyl)C(O)aryl, or phenyl~~, wherein the phenyl ~~groups are~~ group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, haloalkyl, haloalkoxy, or NO₂, ~~or~~
Z is ~~NHC(O) (C₁-C₄) alkyl (C₃-C₇) cycloalkyl, N(C₁-C₄) alkyl C(O) (C₁-C₄) alkyl (C₃-C₇) cycloalkyl.~~

Claim 2. (Currently Amended) A compound according to claim 1, wherein

R₁ is H, C₁-C₆ alkyl, benzyl, or allyl;

R₂ is phenyl, phenyl (C₁-C₄) alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-C(O)NH₂, -(C₁-C₄) alkyl-C(O)NH(C₁-C₄) alkyl, -(C₁-C₄) alkyl-C(O)N(C₁-C₄) alkyl (C₁-C₄) alkyl, -(C₁-C₄) alkyl-S(O)_b-(C₁-C₄) alkyl, (C₁-C₄) hydroxyalkyl, -(C₁-C₄) alkyl-pyridinyl, -(C₁-C₄) alkyl-piperidinyl, -(C₁-C₄) alkyl-pyrrolidinyl, or -(C₁-C₄) alkyl-tetrahydrofuranyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, -SO₂-(C₁-C₄) alkyl, C₁-C₄ haloalkyl, or C₁-C₄ haloalkoxy; wherein b is 0, 1, or 2;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, oxazolyl, pyrimidyl, or triazolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C₁-C₆ alkyl, C₁-C₄ alkoxy, haloalkyl, haloalkoxy, NO₂, NH₂, NH(C₁-C₆) alkyl, N(C₁-C₆) alkyl (C₁-C₆) alkyl;

Q is ~~H, phenyl, naphthyl~~, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl -(C₁-C₄) alkyl- phenyl, -phenyl-pyridyl, -

phenyl-pyrimidyl, -phenyl-oxazolyl, -phenyl-thiazolyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, benzofuranyl, benzothienyl, pyrrolyl, imidazolyl, -pyridyl-(C₁-C₄)alkyl-phenyl, -pyrimidyl-(C₁-C₄)alkyl-phenyl, morpholinyl, thiomorpholinyl, dibenzofuranyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl; wherein

R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, C₂-C₆ alkanoyl, phenyl(C₁-C₆)alkanoyl, C₁-C₆ alkoxycarbonyl, phenyl(C₁-C₆)alkoxycarbonyl, pyridylcarbonyl, furanylcabonyl, pyridyl, pyrimidyl, piperidinylcarbonyl, pyrrolidinylcarbonyl, -C(O)NH₂, -C(O)NH(C₁-C₆)alkyl, -C(O)N(C₁-C₆)alkyl(C₁-C₆)alkyl, or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, C₁-C₂ haloalkyl or C₁-C₂ haloalkoxy, and

Z is ~~NHC(O)phenyl, NHC(O)naphthyl, N(C₁-C₄alkyl)C(O)phenyl, N(C₁-C₄alkyl)C(O)naphthyl, naphthyl, or phenyl~~, wherein the phenyl groups are group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, C₁-C₂ haloalkyl, C₁-C₂ haloalkoxy, or NO₂, ~~or~~

~~Z is -NHC(O) (C₁-C₄)alkyl (C₃-C₇)cycloalkyl, or -N(C₁-C₄)alkylC(O) (C₁-C₄)alkyl (C₃-C₇)cycloalkyl.~~

Claim 3. (Currently Amended) A compound according to claim 2, wherein

L is -SO₂NH-, or -SO₂N(C₁-C₄) alkyl-, ~~NHSO₂-, O-, C(O)NH-, C(O)N(C₁-C₄)alkyl-, SO₂-, C(O) (C₁-C₄) alkyl-, (C₁-C₄) alkyl C(O)-, NH-, or -N(C₁-C₄) alkyl-~~, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, C₁-C₂ haloalkyl, or C₁-C₂ haloalkoxy;
and

R₂₀, R₂₁, R₂₂, and R₂₃ are independently selected from H, phenyl(C₁-C₄)alkoxy, phenyl(C₁-C₄)alkyl, halogen, alkyl, OH, alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, NH-phenyl, -NHC(O)-(C₁-C₄) alkyl-phenyl, -N(C₁-C₄ alkyl)C(O)-(C₁-C₄) alkyl-phenyl, N(C₁-C₄)alkyl-phenyl, -NHSO₂-phenyl, -N(C₁-C₄alkyl)SO₂phenyl, NHbenzyl, or -N(C₁-C₆)alkylbenzyl, wherein the phenyl and naphthyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, C₁-C₂ haloalkyl, or C₁-C₂ haloalkoxy.

Claim 4. (Currently Amended) A compound according to claim 3, wherein

L is -SO₂NH-, or -SO₂N(C₁-C₄) alkyl-, ~~-C(O)NH-, C(O)N(C₁-C₄)alkyl-, NH-, or -N(C₁-C₄) alkyl-~~, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, C₁-C₂ haloalkyl, or C₁-C₂ haloalkoxy;

R₁ is H, C₁-C₆ alkyl, benzyl or allyl;

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-C(O)NH₂, -(C₁-C₄) alkyl-C(O)NH(C₁-C₄)alkyl, -(C₁-C₄) alkyl-C(O)N(C₁-C₄)alkyl (C₁-C₄)alkyl, -(C₁-C₄) alkyl-S(O)_b-(C₁-C₄) alkyl, (C₁-C₄) hydroxyalkyl, -(C₁-C₄) alkyl-piperidinyl, -(C₁-C₄) alkyl-pyrrolidinyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, -SO₂-(C₁-C₄) alkyl, C₁-C₄ haloalkyl, or C₁-C₄ haloalkoxy; wherein b is 0, 1, or 2;

R₃ is H;

R₂₀, R₂₁, R₂₂, and R₂₃ are independently selected from H, phenyl(C₁-C₄)alkoxy, phenyl(C₁-C₄)alkyl, halogen, alkyl, OH, alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, NH-phenyl, N(C₁-C₄)alkyl-phenyl, NHbenzyl, or -N(C₁-C₆)alkylbenzyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, C₁-C₂ haloalkyl, or C₁-C₂ haloalkoxy;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, oxazolyl, pyrimidyl, or triazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C₁-C₆ alkyl, C₁-C₄ alkoxy, haloalkyl, haloalkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl;

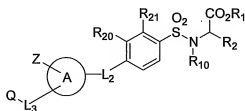
Q is H, ~~phenyl, naphthyl~~, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl -(C₁-C₄)alkyl- phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, -phenyl-piperazinyl, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl,

-pyridyl-(C₁-C₄)alkyl-phenyl, imidazolidinyl, dibenzofuranyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, NR₆R₇, or phenyl; wherein R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, C₂-C₆ alkanoyl, phenyl(C₁-C₆)alkanoyl, C₁-C₆ alkoxycarbonyl, phenyl(C₁-C₆)alkoxycarbonyl, pyridylcarbonyl, or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, C₁-C₂ haloalkyl or C₁-C₂ haloalkoxy, and

Z is ~~NHC(O)phenyl, NHC(O)naphthyl, N(C₁-C₄alkyl)C(O)phenyl, N(C₁-C₄alkyl)C(O)naphthyl, naphthyl, or phenyl~~, wherein the ~~phenyl groups are~~ group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, C₁-C₂ haloalkyl, C₁-C₂ haloalkoxy, or NO₂ ~~or~~

~~Z is NHC(O)-(C₁-C₄)alkyl-(C₃-C₇)cycloalkyl, or N(C₁-C₄)alkylC(O)-(C₃-C₇)alkyl-(C₃-C₇)cycloalkyl.~~

Claim 5. (original) A compound according to claim 4 of the formula



wherein,

R₁ is H, C₁-C₄ alkyl, or benzyl;

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-piperidinyl, -(C₁-C₄) alkyl-pyrrolidinyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, -SO₂-(C₁-C₄) alkyl, C₁-C₂ haloalkyl, or C₁-C₂ haloalkoxy;

R₁₀ is H, C₁-C₆ alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, C₁-C₂ haloalkyl, or C₁-C₂ haloalkoxy; and

R₂₀, and R₂₁, are independently selected from H, benzyloxy, benzyl, halogen, C₁-C₄ alkyl, OH, C₁-C₄ alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, NH-phenyl, N(C₁-C₄)alkyl-phenyl, NHbenzyl, or -N(C₁-C₆)alkylbenzyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, C₁-C₂ haloalkyl, or C₁-C₂ haloalkoxy.

Claim 6. (Currently Amended) A compound according to claim 5, wherein

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C₁-C₆ alkyl, C₁-C₄ alkoxy, haloalkyl, haloalkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl;

Q is ~~H, phenyl, naphthyl, phenyl, naphthyl, -phenyl-carbonyl-~~
~~phenyl, -phenyl-pyridyl, -phenyl-piperidinyl, -phenyl-~~
~~pyrrolidinyl, pyridyl, pyrimidyl, furanyl, thienyl,~~
~~piperidinyl, dibenzofuranyl, pyrrolidinyl, or piperazinyl,~~
 wherein the aforementioned cyclic groups are optionally
 substituted with 1, 2, 3, 4, or 5 groups that are
 independently alkoxy carbonyl, C₁-C₆ alkyl, C₁-C₆ alkoxy,
 halogen, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, or NR₆R₇; wherein
 R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-
 C₄)alkyl, C₂-C₆ alkanoyl, phenyl(C₁-C₄)alkanoyl, C₁-C₆
 alkoxy carbonyl, phenyl(C₁-C₄)alkoxy carbonyl,
 pyridyl carbonyl, or -SO₂-phenyl, wherein the cyclic
 groups are optionally substituted with 1, 2, 3, or 4
 groups that are independently halogen, C₁-C₄ alkyl, C₁-
 C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-
 C₆)alkyl(C₁-C₆)alkyl, CF₃, or OCF₃, and

Z is ~~NHC(O)phenyl, NHC(O)naphthyl, N(C₁-C₄alkyl)C(O)phenyl,~~
~~N(C₁-C₄alkyl)C(O)naphthyl, naphthyl, or phenyl,~~ wherein the
 phenyl ~~groups are~~ group is optionally substituted with 1,
 2, 3, 4, or 5 groups that are independently C₁-C₆ alkyl, C₁-
 C₆ alkoxy, halogen, C₁-C₂ haloalkyl, C₁-C₂ haloalkoxy, or
 NO₂, ~~or~~

Z is ~~NHC(O) (C₁-C₄)alkyl (C₂-C₇)cycloalkyl, or N(C₁-
 C₄)alkylC(O) (C₁-C₄)alkyl (C₂-C₇)cycloalkyl.~~

Claim 7. (Currently Amended) A compound according to
 claim 6, wherein

R₁ is H, C₁-C₄ alkyl, or benzyl;

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, wherein the phenyl
 portion, or both are optionally substituted with a total of
 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄
 alkyl, C₁-C₄ alkoxy, -SO₂-(C₁-C₄) alkyl, CF₃, or OCF₃;

R₁₀ is H, C₁-C₄ alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, C₁-C₂ haloalkyl, or C₁-C₂ haloalkoxy; and

R₂₀, and R₂₁, are independently selected from H, halogen, C₁-C₄ alkyl, OH, C₁-C₄ alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, or N(C₁-C₆)alkyl(C₁-C₆)alkyl,

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C₁-C₆ alkyl, C₁-C₄ alkoxy, haloalkyl, haloalkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl;

Q is ~~H, phenyl, naphthyl,~~ phenyl, naphthyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, or NR₆R₇; wherein R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-C₄)alkyl, C₂-C₆ alkanoyl, phenyl(C₁-C₄)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, CF₃, or OCF₃, and

Z is ~~NHC(O)phenyl, N(C₁-C₄alkyl)C(O)phenyl, or phenyl,~~ wherein the phenyl groups are group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, C₁-C₂ haloalkyl, C₁-C₂ haloalkoxy, or NO₂, ~~or~~

~~Z is NHC(O) (C₁-C₄)alkyl (C₃-C₇)cycloalkyl, or N(C₁-C₄)alkylC(O) (C₁-C₄)alkyl (C₃-C₇)cycloalkyl.~~

Claim 8. (Currently Amended) A compound according to claim 7, wherein

R₁ is H, or C₁-C₄ alkyl;

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, wherein the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, or -SO₂-(C₁-C₄) alkyl;

R₁₀ is H, C₁-C₄ alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, CF₃, or OCF₃; and

At least one of R₂₀ and R₂₁, is H, while the other is H, halogen, C₁-C₄ alkyl, OH, C₁-C₄ alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, or N(C₁-C₆)alkyl(C₁-C₆)alkyl,

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C₁-C₆ alkyl, C₁-C₄ alkoxy, haloalkyl, haloalkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl;

Q is ~~H, phenyl, naphthyl,~~ phenyl, naphthyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidiny, pyrrolidinyl, or piperazinyl each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, CF₃, OCF₃, or NR₆R₇; wherein

R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-C₄)alkyl, C₂-C₆ alkanoyl, phenyl(C₁-C₄)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄

alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, CF₃, or OCF₃, and

~~Z is -NHC(O)phenyl, -N(C₁-C₄alkyl)C(O)phenyl, or phenyl, wherein the phenyl groups are group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, C₁-C₂ haloalkyl, C₁-C₂ haloalkoxy, or NO₂, or~~

~~Z is -NHC(O)-(C₁-C₄)alkyl-(C₃-C₄)cycloalkyl, or -N(C₁-C₄)alkylC(O)-(C₁-C₄)alkyl-(C₃-C₄)cycloalkyl.~~

Claim 9. (Previously Presented) A compound according to claim 8, wherein

R₂ is phenyl, benzyl, phenethyl, or C₁-C₆ alkyl, wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, or -SO₂-(C₁-C₄) alkyl;

Q is phenyl or pyridyl, each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C₁-C₆ alkoxycarbonyl, C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, CF₃, OCF₃, or NR₆R₇; wherein

R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-C₄)alkyl, C₂-C₆ alkanoyl, phenyl(C₁-C₄)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, CF₃, or OCF₃, and

Z is phenyl, which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, C₁-C₂ haloalkyl, C₁-C₂ haloalkoxy, or NO₂.

Claim 10. (Currently Amended) A compound according to claim 1, wherein

n is 0, 1, 2, or 3;

R₁ is H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, or C₃-C₆ alkenyl;

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-C(O)NH₂, -(C₁-C₄) alkyl-C(O)NH(C₁-C₄)alkyl, -(C₁-C₄) alkyl-C(O)N(C₁-C₄)alkyl(C₁-C₄)alkyl, -(C₁-C₄) alkyl-S(O)_b-(C₁-C₄) alkyl, (C₁-C₄) hydroxyalkyl, -(C₁-C₄) alkyl-pyridinyl, -(C₁-C₄) alkyl-piperidinyl, -(C₁-C₄) alkyl-pyrrolidinyl, or -(C₁-C₄) alkyl-tetrahydrofuranyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, -SO₂-(C₁-C₄) alkyl, C₁-C₄ haloalkyl, or C₁-C₄ haloalkoxy; wherein b is 0, 1, or 2;

R₃ is H or -CO₂R₁,

R₂₀, R₂₁, R₂₂, and R₂₃ are independently selected from H, phenylalkoxy, phenylalkyl, halogen, alkyl, OH, alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, NH-phenyl, -N(C₁-C₄ alkyl)C(O)phenyl, -NHC(O)phenyl, NHphenylalkyl, NHC(O)-(C₁-C₄) alkyl-phenyl, N(C₁-C₄ alkyl)C(O)-(C₁-C₄) alkyl-phenyl, N(C₁-C₄)alkyl-phenyl, -NHSO₂-phenyl, -N(C₁-C₄alkyl)SO₂phenyl, or -N(C₁-C₄alkyl)phenylalkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, haloalkyl, haloalkoxy; and

L is -SO₂NH-, or -SO₂N(C₁-C₄) alkyl-, ~~-NHSO₂-, O-, C(O)NH-, C(O)N(C₁-C₄)alkyl-, SO₂-, C(O)-(C₁-C₄) alkyl-, (C₁-C₄) alkyl-C(O)-, NH-, N(C₁-C₄) alkyl-~~ wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, haloalkyl, or haloalkoxy.

Claim 11. (Currently Amended) A compound according to claim 10, wherein

the A ring is thiazolyl, pyrazolyl, quinolinyl, dihydropyrazolyl, benzofuranyl, dibenzofuranyl, pyrimidyl, ~~naphthyl~~, quinazolinyl, benzo[b]thiophene, imidazolyl, furanyl, isothiazolyl, pyrrolyl, oxazolyl, triazolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₆ alkoxycarbonyl, haloalkyl, haloalkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, or N(C₁-C₆)alkyl(C₁-C₆)alkyl;

Q is ~~H, -phenyl, -naphthyl~~, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-(C₁-C₄)alkyl-phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-oxazolyl, -phenyl-thiazolyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -pyridyl-(C₁-C₄)alkyl-phenyl, -pyrimidyl-(C₁-C₄)alkyl-phenyl, morpholinyl, thiomorpholinyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, NR₆R₇, or phenyl; wherein R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, C₂-C₆ alkanoyl, phenyl(C₁-C₆)alkanoyl, C₁-C₆ alkoxycarbonyl, phenyl(C₁-C₆)alkoxycarbonyl, pyridylcarbonyl, furanylcabonyl, pyridyl, pyrimidyl, piperidinylcarbonyl, pyrrolidinylcarbonyl, -C(O)NH₂, -

C(O)NH(C₁-C₆)alkyl, -C(O)N(C₁-C₆)alkyl(C₁-C₆)alkyl, or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, C₁-C₂ haloalkyl or C₁-C₂ haloalkoxy, and

Z is ~~NHC(O)phenyl, N(C₁-C₄alkyl)C(O)phenyl, or phenyl~~, wherein the phenyl groups are group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, or NO₂.

Claim 12. (Currently Amended) A compound according to claim 11, wherein

R₂₀, R₂₁, R₂₂, and R₂₃ are independently selected from H, phenylalkoxy, benzyl, phenethyl, halogen, C₁-C₆ alkyl, OH, alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, NH-phenyl, NHphenylalkyl, N(C₁-C₄)alkyl-phenyl, -NHSO₂-phenyl, -N(C₁-C₄alkyl)SO₂phenyl, or -N(C₁-C₄alkyl)phenyl(C₁-C₆)alkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, haloalkyl, haloalkoxy;

L is -SO₂NH-, or -SO₂N(C₁-C₄) alkyl-, ~~-NHSO₂-, O-, C(O)NH-, C(O)N(C₁-C₄)alkyl-, SO₂-, C(O)-(C₁-C₄)alkyl-, (C₁-C₄)alkyl-C(O)-, NH-, N(C₁-C₄)alkyl-~~ wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, haloalkyl, or haloalkoxy; or

R₁ is H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, or C₃-C₆ alkenyl;

R₂ is phenyl, phenyl(C₁-C₄)alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-pyridinyl, (C₁-C₄) hydroxyalkyl, wherein the phenyl ring is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, -SO₂-(C₁-C₄) alkyl, C₁-C₄ haloalkyl, or C₁-C₄ haloalkoxy; the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, dibenzofuranyl, pyrimidyl, ~~naphthyl~~, quinazolinyl, benzo[b]thiophene, imidazolyl, isothiazolyl, or pyrrolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₆ alkoxycarbonyl, haloalkyl, haloalkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, or N(C₁-C₆)alkyl(C₁-C₆)alkyl;

Q is ~~H, phenyl, naphthyl~~, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl -(C₁-C₄)alkyl- phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -pyridyl-(C₁-C₄)alkyl-phenyl, -pyrimidyl-(C₁-C₄)alkyl-phenyl, morpholinyl, thiomorpholinyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, NR₆R₇, or phenyl; wherein R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-

C₆)alkyl, C₂-C₆ alkanoyl, phenyl(C₁-C₆)alkanoyl, C₁-C₆ alkoxycarbonyl, phenyl(C₁-C₆)alkoxycarbonyl, pyridylcarbonyl, furanylcarbonyl, piperidinylcarbonyl, pyrrolidinylcarbonyl, -C(O)NH₂, -C(O)NH(C₁-C₆)alkyl,

-C(O)N(C₁-C₆)alkyl(C₁-C₆)alkyl, or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, C₁-C₂ haloalkyl or C₁-C₂ haloalkoxy, and

Z is phenyl, wherein the phenyl group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, or NO₂.

Claims 13-19. (Canceled)

Claim 20. (original) A pharmaceutical composition comprising a compound according to claim 1 and at least one pharmaceutically acceptable carrier, solvent, adjuvant or excipient.

Claim 21. (original) A method of treating diabetes, comprising administering to a patient in need of such treatment a pharmaceutically acceptable amount of a compound of claim 1.

Claim 22. (Currently Amended) A compound according to claim 1 which is

N-({4-[3-(4-methoxyphenyl)-5-(4-pentylphenyl)-4,5-dihydro-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;

N-methyl-N-[(4-{5-(4-pentylphenyl)-3-[4-(trifluoromethoxy)phenyl]-4,5-dihydro-1H-pyrazol-1-yl]phenyl}sulfonyl]phenylalanine;

N-({4-[3-(4-methoxyphenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;

N-methyl-N-[(4-{5-(4-pentylphenyl)-3-[4-(trifluoromethoxy)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]phenylalanine;
 N-[(4-{5-(4-butoxyphenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;
 N-[(4-{5-(4-isopropylphenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;
~~N-[(4-{2-[(4-chlorobenzoyl)amino]-5-(4-ethylphenyl)-1,3-thiazol-4-yl}phenyl)sulfonyl]-N-methylphenylalanine~~
N-[(4-{2-[(4-chlorobenzoyl)amino]-5-(4-ethylphenyl)-1,3-thiazol-4-yl}phenyl)sulfonyl]-N-methylphenylalanine;
 N-[(4-{4-bromo-3-(4-methoxyphenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;
 N-[(4-{5-(4-bromophenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;
 N-[(4-{2-[(cyclopentylacetyl)amino]-5-(4-ethylphenyl)-1,3-thiazol-4-yl}phenyl)sulfonyl]-N-methyl-L-phenylalanine;
 N-[(4-{2-(4-chlorophenyl)-5-(4-ethylphenyl)-1,3-thiazol-4-yl}phenyl)sulfonyl]-N-methyl-L-phenylalanine;
 N-[(4-{5-(4-ethylphenyl)-2-(6-methoxypyridin-3-yl)-1,3-thiazol-4-yl}phenyl)sulfonyl]-N-methyl-L-phenylalanine;
 N-[(4-{3-(4-chlorophenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;
 N-[(4-{3-(4-chlorophenyl)-5-(4-ethylphenyl)-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;
 N-[(4-{4-bromo-3-(4-chlorophenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;
 N-[(4-{4-bromo-3-(4-chlorophenyl)-5-(4-ethylphenyl)-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;
 N-[(4-{5-(4-bromophenyl)-3-(4-chlorophenyl)-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;
 N-[(4-{3-(4-chlorophenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;

N-({4-[4-bromo-3-(4-chlorophenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;

N-({4-[5-(4-chlorophenyl)-2-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)-N-ethyl-L-phenylalanine;

N-({4-[5-(4-chlorophenyl)-2-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)phenylalanine;

N-({4-[2,5-bis(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)phenylalanine;

2-({4-[2-(2-Cyclopentyl-acetylamino)-5-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonyl}-methyl-amino)-3-phenyl-propionic acid;

2-({4-[2-(4-Chloro-benzoylamino)-5-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonyl}-methyl-amino)-3-phenyl-propionic acid;

2-({4-[5-(4-Chloro-phenyl)-2-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonyl}-ethyl-amino)-3-phenyl-propionic acid;

2-{4-[5-(4-Chloro-phenyl)-2-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonylamino}-3-phenyl-propionic acid;

2-({4-[2-(4-Chloro-phenyl)-5-(6-methoxy-pyridin-3-yl)-thiazol-4-yl]-benzenesulfonyl}-ethyl-amino)-3-phenyl-propionic acid;

or pharmaceutically acceptable salts thereof.